

A meeting of the Board of Commissioners (the "Board") of the New Orleans City Park Improvement Association (the "NOCPIA") was called to order Tuesday, April 26, 2022, at 3 p.m. The meeting was held in person at Garden Study Center.

PRESENT: Commissioners Batt, Cahn, Dale, DeBlieux, Feoli, Fitzpatrick, Gardner, Giffin, Hardie, Katz, LeCorgne, Leger, Lupo, McNeil, Pineda, Rodriguez, Savoie, Sloss, Sterbcow, and Waller

ABSENT: Commissioners Arata, Charbonnet, Coaxum, Giarrusso, Green, Hollis, King, Morrell, Pate, Powell, Spears, Taylor, and Williams

STAFF: Cara Lambright, Rebecca Dietz, Keith Hemel, Casie Duplechain, Chris Maitre, and Denise Joubert

GUESTS: Paul Masinter, and Andrea Legrand

President Jay Batt called the meeting to order.

A quorum is present and voting throughout the meeting.

A motion was made to accept the minutes from the January 25, and February 22, 2022, meetings, as circulated via email. The motion was seconded, voted on, and approved unanimously.

PUBLIC COMMENTS: There were no public comments:

In the Management Report, Chief Executive Officer, Cara Lambright introduced Chris Maitre, the Park's new Chief Operating Officer. Tania Tetlow, the outgoing President of Loyola University, will give a presentation on Best Practices and Board Governance following the board meeting.

Lambright provided an update on the transition to the City Park Conservancy

Why Now?

- CPC is Reactive/Silos based operation needs a plan
- Secure a 501c3 then launch a new Master Plan in 2023,
- Result: Resourced/Operating holistically with unified vision/proactive management

In 1989, legislation was passed that would allow City Park to secure a 501c3 nonprofit to oversee daily park management through a contract with CPIA. CPIA would remain in existence and would have a long-term CEA that ensures a high standard of performance with the Conservancy.

Conservancy Model for City Park:

- CPIA engages a 501c3 for park operations and capital projects
- CPIA remains a state agency
 - 30-year agreement with renewal options
 - Accountability and transparency
 - Employees will transfer to the Conservancy
 - Land and improvements will remain CPIA assets

Board Talking Points: Why A Conservancy?

- Fundraising:
- Multiple Benefits
- We will become a Signature Park
- The Park will remain a state agency serving the public but will operate as a non-profit.

Conservancy: Progress to Date:

- Formed nonprofit with the Secretary of State
- MOU presented to the Friends of City Park
- Drafted CPC Bylaws and Articles of Incorporation
- Two (2) board slates (CPC and CPIA) were developed by Working Group (Liz Sloss, Mayra Pineda, David Waller, Chenier Taylor, Richard Rodriguez, and Bryan Fitzpatrick)

Structure:

City Park Improvement Association

- Oversees the performance of the City Park Conservancy
- Owns immovable assets
- Addresses Public concerns

City Park Conservancy

- Executes and funds daily operations
- Long-range plans (Master and Operational)
- Capital Improvements
- Park programming
- Public engagement
- Fundraising

Additional Auxiliary Groups

- Botanical Garden Foundation Board
- CPC Advisory Board
- CPIA Presidents Council

City Park Conservancy Slate Approval Process

- Working Group recommendation for the slate
- Presentation of the slate to the Task Force
- Presentation of the slate to the CPIA Executive Committee for comments
- Confirmation of the candidates

City Park Improvement Association Approval Process

- Working Group recommendation for the slate
- Presentation to the Task Force
- Presentation to the CPIA Executive Committee
- CPIA Board Approval in May

Slates:

Synchronizing the Board Year and Fiscal Year to align

- CPC Board Year is July 1, 2022 – June 30, 2023
- CPIA Board Year will adjust to July 1, 2022 – June 30, 2023

CPC Years

- Year 1 – May 2022 – June 30, 2022
- Year 2 – July 1, 2022 – June 30, 2023
- Year 3 – July 1, 2023 – June 30, 2024

CPIA Years

- The current Year will end on June 30, 2022
- Next Year will begin on July 1, 2022 – June 30, 2023

CPIA appointees will be reduced to five (5): Governor, Lt. Governor, Jefferson Parish, New Orleans Mayor, and New Orleans City Council.

Lambright presented the proposed CPC and CPIA Board slates.

President Jay Batt thanked Cara and the Committee for their efforts.

Next Steps for Slates:

Finalize formation of CPC Year 1 Board

- Formal resignation from the CPIA Board
- Sign the Conflict of Interest and Roles/Responsibilities form to confirm participation.
- The first board meeting will be held in May

Send a letter to CPIA appointees and current board members who have low attendance, requesting confirmation that they want to continue.

In May, the CPIA Board will vote on the Year 2 slate, as well as updated bylaws.

Continue to seek new board members.

Next Steps:

- CPC Board begins to meet
- Update CPIA Bylaws, which will be voted on at the May board meeting.
- Execute MOU with FOCP,
Staff and Counsel will finalize the CEA draft for consideration
- Finalize HR/Internal components for workforce transition

CPC Committee Structure

- Executive Committee
- Governance Committee
- Finance Committee
- Friends of City Park
- Operations Committee

CPIA Committee Structure

- Executive Committee
- Governance Committee
- Finance Committee

There was a brief question and answer period.

The meeting was adjourned at 4:00 p.m. The next meeting is scheduled for Tuesday, May 24, 2022.